

SOBHAGYA MERCANTILE LIMITED

CIN: L45100MH1983PLC031671

Registered Office - B-61, Floor 6, Plot No. 210, B-Wing, Mittal Tower, Free Press Journal Marg,
Nariman Point, Mumbai - 400021, Maharashtra, India

Contact Details: - Phone - 022-22882125 email - sobhagyamercantile9@gmail.com

Website: www.sobhagyaltd.com

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Date: 30th May, 2024

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31.03.2024

Scrip Code: 512014 (SOBHAGYA MERCHANTILE LTD.)

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended 31st March 2024.

This is for your information and records.

Thanking You,

Yours faithfully,

For SOBHAGYA MERCANTILE LIMITED

SHRIKANT
MITESH
BHANGDIYA

Digitally signed by SHRIKANT MITESH
BHANGDIYA
DN: cn=PK, postalCode=400012,
o=SOBHAGYA MERCANTILE LIMITED, ou=202_526
BHANGDIYA,
ou=SOBHAGYA MERCANTILE LIMITED, ou=12, ou=AGRA,
ou=Personal,
serialNumber=5896074272509030753603507,
signature=12301634873018100016472,
emailAddress=308702238700139101590274595
@G,
c=IN, ou=12301634873018100016472,
o=SOBHAGYA MERCANTILE LIMITED,
ou=SOBHAGYA MERCANTILE LIMITED,
ou=SHRIKANT MITESH BHANGDIYA,
Date: 2024.05.30 16:02:01 +05'30'



Shrikant Mitesh Bhangdiya
Managing Director
(DIN-02628216)

Encl.: as above



Secretarial Compliance Report of Sobhaygya Mercantile Limited for the year ended March 31, 2024

I Parag Dasarwar, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Sobhaygya Mercantile Limited CIN: L45100MH1983PLC031671** ("the Listed Entity/ the Company")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to prepare this certificate.

for the financial year ended on **March, 31, 2024 (" Review Period")** in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable to the Company during the review period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable to the Company during the review period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable to the Company during the review period**)
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable to the Company during the review period**)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities Exchange Board of India,

I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:
 - **Refer Annexure "A" annexed to the Report**
- b. The listed entity has taken the following actions to comply with the observations made in previous reports:
 - **Refer Annexure "B" annexed to the Report**



I further report that –

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.
- There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR)

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1. | <u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | None |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | None |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website | Yes Yes Yes | None |



| | | | |
|----------------|--|--------------------------------------|--|
| 4. | <u>Disqualification of Director:</u> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | None |
| 5. | <u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | N.A. | Listed Entity does not have any subsidiary |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | None |
| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS* |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | None |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes N.A. | None |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | None |



| | | | |
|------------|---|------|------|
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | N.A. | None |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | N.A. | None |



Annexure "A"

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

| Compliance Requirement (Regulations/Circulars/guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.) | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company) | Management Response |
|---|--------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|
| N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

Annexure "B"

The listed entity has taken the following actions to comply with the observations made in previous reports: –

| Compliance Requirement (Regulations/Circulars/guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.) | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company) |
|---|--------------------------|------------|-----------------|---|----------------------|-------------|---|
| N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR PARAG DASARWAR
COMPANY SECRETARIES**



Parag Dasarwar
FCS No.: 9304 CP No. : 8227
UDIN: F009304F000482304

Place: Nagpur
Date: 29.05.2024



To
The Board of Directors
Sobhaygya Mercantile Limited
CIN: L45100MH1983PLC031671
B-61, Floor 6, Plot No 210 B Wing Mittal Tower Free Press Journal Marg
Nariman Point
Mumbai – 400 021

Sub.: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir,

We have been engaged by M/s. **Sobhaygya Mercantile Limited** (hereinafter referred to as the "Company") bearing CIN: **L45100MH1983PLC031671** who's Equity Shares are listed on BSE Limited (BSE), to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively. Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**FOR PARAG DASARWAR
COMPANY SECRETARIES**

**PARAG DASARWAR
PROPRIETOR
CP: 8227 FCS: 9304**

**Date: 29.05.2024
Place: Nagpur**